

DEC 07 '07

4-50 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

December 7, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 7, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Infinity Rail, LLC  
c/o Infinity Asset Management, LLC (as  
Manager)  
1355 Peachtree Street,  
Suite 750 - South Tower  
Atlanta, GA 30308

[Lessee: Pavestone Company  
229 Industrial Park Road  
Cartersville, GA 30121]

A description of the railroad equipment covered by the enclosed document is:

10 open top hopper cars: IFRX 7146 – IFRX 7155, inclusive (formerly within the two series MB 8034 – MB 8042 and RMGX 7146 – RMGX 7153 as more particularly set forth in the schedule attached to the document).

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

DEC 07 '07

4:50 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Pavestone Company ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means the Lease Agreement dated December 30, 2005, between Infinity Rail, LLC ("IR"), as lessor, and Pavestone Company ("Pavestone") as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)  
c/o Infinity Asset Management, LLC as Manager  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, Georgia 30309

Pavestone Company (Lessee)  
229 Industrial Park Road  
Cartersville, Georgia 30121

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

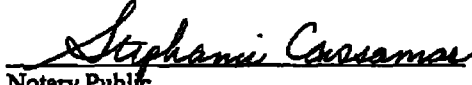
Executed as of December 7, 2007.

INFINITY RAIL, LLC  
By Infinity Asset Management, LLC as Manager

By:   
Jeffrey F. Edelman, Vice President

Fulton County, Georgia

On December 3, 2007, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

### **Description of Railcars**

**Description of Cars:**

used 100 ton 7000 cubic foot, 263,000 GRL bottom dump open top hoppers

**Quantity:**

ten (10)

**Reporting marks and identifying numbers:**

Unit Count	Previous Mark	Previous Num	Current Mark	Current Num
1	RMGX	7146	IFRX	7146
2	MB	8034	IFRX	7147
3	RMGX	7148	IFRX	7148
4	MB	8036	IFRX	7149
5	RMGX	7150	IFRX	7150
6	RMGX	7151	IFRX	7151
7	RMGX	7152	IFRX	7152
8	RMGX	7153	IFRX	7153
9	MB	8041	IFRX	7154
10	MB	8042	IFRX	7155

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/7/07



\_\_\_\_\_  
Robert W. Alvord